

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

ATARI, INC., *et al.*,

Debtors.¹

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Chapter 11

Case No. 13-10176 (JMP)

(Jointly Administered)

**AGREED ORDER PURSUANT TO BANKRUPTCY CODE SECTION 1121(d)
EXTENDING THE EXCLUSIVE PERIODS DURING WHICH ONLY
THE DEBTORS MAY FILE A CHAPTER 11 PLAN AND
SOLICIT ACCEPTANCES THEREOF**

Upon the motion (the “***Motion***”)² of the Debtors for entry of the Order pursuant to Bankruptcy Code section 1121(d) extending the Exclusive Periods to file a chapter 11 plan and solicit acceptances thereof; and the Committee having filed an objection (the “***Objection***”) to the Motion; and the Court having considered the papers and arguments of counsel at the hearing held on August 20, 2013 (the “***Hearing***”) in connection with the Motion; and the Debtors having modified the relief requested in the Motion as set forth below to address the Objection; the Court finds and determines as follows:

A. Consideration of the Motion and the relief granted herein is a core proceeding pursuant to 28 U.S.C. § 157(b).

B. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

C. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

¹ The “***Debtors***” are Atari, Inc., Atari Interactive, Inc., Humongous, Inc., and California U.S. Holdings, Inc.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

D. Notice of the Motion and the opportunity for a hearing on the Motion was appropriate under the circumstances and no other or further notice is required.

E. The legal and factual bases set forth in the Motion and the arguments presented at the Hearing establish just and sufficient cause to grant the relief requested herein.

F. The relief granted herein is in the best interests of the Debtors' estates, their creditors and other parties in interest.

G. The Objection is consensually resolved upon entry of this order, as provided herein.

Therefore, it is hereby **ORDERED** that:

1. The Motion is granted to the extent set forth herein.
2. The Exclusive Periods during which only the Debtors may file a chapter 11 plan and solicit acceptances thereof are hereby extended to and including September 20, 2013 and November 19, 2013, respectively, at which time the Exclusive Periods shall automatically terminate without further order of the Court; *provided, however*, that the Debtors may seek relief from the automatic termination of the Exclusive Periods, and further extension thereof, only upon demonstrating, by clear and convincing evidence at a hearing to be held on September 17, 2013 at 10:00 a.m. (prevailing Eastern time), that cause exists to support a further extension pursuant to Bankruptcy Code section 1121(d).
3. The terms and conditions of this order shall be immediately effective and enforceable upon its entry.
5. All time periods set forth in this order shall be calculated in accordance with Federal Rule of Bankruptcy Procedure 9006(a).

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this order in accordance with the Motion.

7. The Court shall have and retain jurisdiction to interpret, enforce and resolve any disputes arising under or related to this order.

AGREED TO BY:

New York, New York
Dated: August 20, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

/s/ Ira S. Dizengoff
Ira S. Dizengoff
Kristine G. Manoukian
One Bryant Park
New York, New York 10036
Telephone: (212) 872-1000
idizengoff@akingump.com
kmanoukian@akingump.com

Scott L. Alberino
Robert S. Strauss Building
1333 New Hampshire Avenue, N.W.
Washington, DC 20036-1564
Telephone: (202) 887-4000
salberino@akingump.com

Counsel to the Debtors and Debtors in Possession

New York, New York
Dated: August 20, 2013

COOLEY LLP

/s/ Jeffrey Cohen
Jeffrey Cohen
Cathy Hershcopf
1114 Avenue of the Americas
New York, New York 10036
Telephone: (212) 479-6000
jcohen@cooley.com
chershcopf@cooley.com

Counsel to the Official Committee of Unsecured Creditors

New York, New York
Dated: August 20, 2013

BRACEWELL & GIULIANI

/s/ Andrew J. Schoulder

Robert G. Burns
Andrew J. Schoulder
1251 Avenue of the Americas, 49th Floor
New York, New York 10020
Telephone: (212) 508-6100
Andrew.Schoulder@bgllp.com
Bob.Burns@bgllp.com

*Counsel to Alden Global Value Recovery Master
Fund, L.P.*

New York, New York
Dated: August 20, 2013

ALLEN & OVERY LLP

/s/ Ken Coleman

Ken Coleman
1221 Avenue of the Americas
New York, New York 10020
Telephone: (212) 610-6300
Ken.Coleman@AllenOvery.com

Counsel to Atari, S.A.

SO ORDERED:

Dated: New York, New York
August 21, 2013



/s/ James M. Peck

Honorable James M. Peck
United States Bankruptcy Judge